

MARVEL
TEAM-UP™

MARVEL® COMICS GROUP



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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

Ms. MARVEL™

HE'S GOT ALL THE
POWERS OF THE
FANTASTIC FOUR...
AND MORE!

HAVOC

ABOARD
THE QUEEN
ELIZABETH
II!

SHOWDOWN
WITH THE
SUPER-SKRULL!



STAN LEE
PRESENTS:

SPIDEY AND MS MARVEL! - TOGETHER!™

CHRIS CLAREMONT / JOHN BYRNE / DAVE HUNT / J. COSTANZA, LETTERER / ARCHIE GOODWIN
AUTHOR / ARTIST / INKER / DAVE HUNT, COLORIST / EDITOR



EVER HAVE ONE OF THOSE DAYS? WELL, SPIDEY'S BEEN HAVING ONE SINCE LAST ISH-- WHEN HE FOUND HIMSELF IN DEADLY CONFLICT WITH THIS GENTLEMAN...

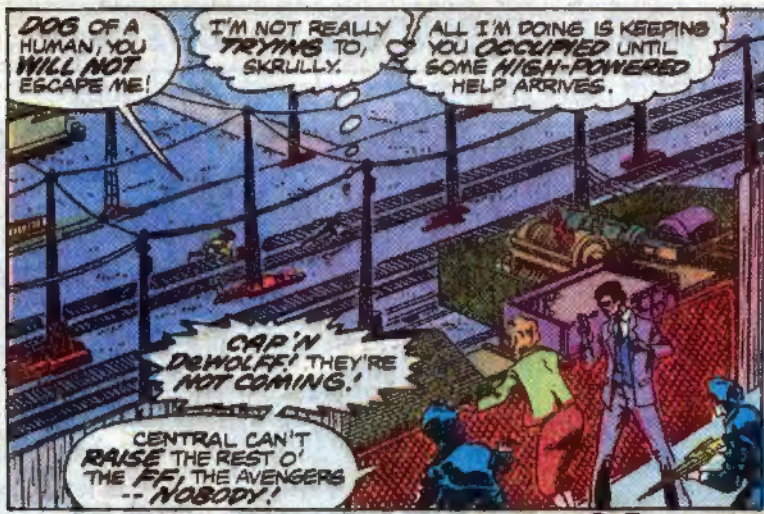
YOUR PUNY MACHINES CAN NOT HIDE YOU FROM THE SUPER-SKRULL HUMAN-- NOR CAN YOUR SO-CALLED POWERS SAVE YOU FROM MY WRATH!

WHEN I GET MY HANDS ON YOU, SPIDER-MAN--

--I WILL--
KILL--
YOU!!

AW, SKRULLY, I BET YOU SAY THAT TO ALL THE GUYS!

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DOG OF A HUMAN, YOU WILL NOT ESCAPE ME!

I'M NOT REALLY TRYING TO, SKRULLY.

ALL I'M DOING IS KEEPING YOU OCCUPIED UNTIL SOME HIGH-POWERED HELP ARRIVES.

CAP'N DEWOLFE! THEY'RE NOT COMING!

CENTRAL CAN'T RAISE THE REST O' THE FF, THE AVENGERS -- NOBODY!



OH, NO! SPIDEY'S ON HIS OWN DOWN THERE AND DOESN'T EVEN KNOW IT.

HE'S AS GOOD AS DEAD.



THE CAVALRY BETTER ARRIVE SOON. I CAN'T KEEP UP THIS PACE MUCH LONGER.

BONG!



GLOPP!

FOOL! DO YOU THINK A MERE CANNISTER CAN HARM--

AARRGH!



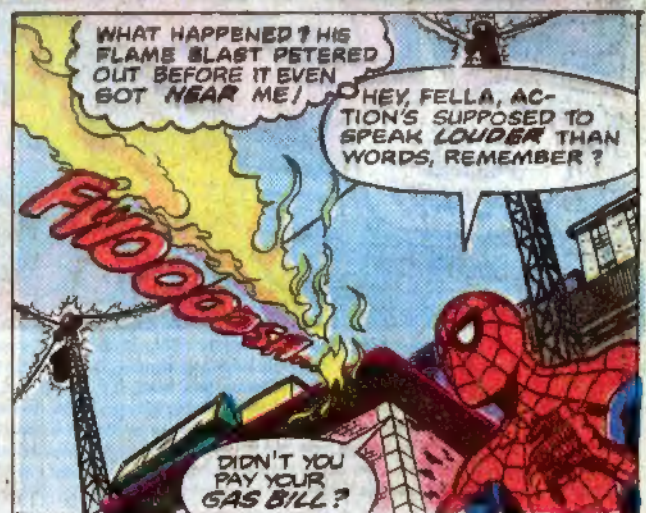
YOU--!! YOU--!! DON'T SAY IT, SKRULLY. YOU'LL ONLY SPOIL BOTH OUR DAYS.

HEY, YOU'RE NOT...MAD, ARE YOU?



MY ANGER IS BEYOND WORDS, HUMAN!

LET MY ACTIONS SPEAK FOR ME!



WHAT HAPPENED? HIS FLAME BLAST PETERED OUT BEFORE IT EVEN GOT NEAR ME!

HEY, FELLA, ACTION'S SUPPOSED TO SPEAK LOUDER THAN WORDS, REMEMBER?

DIDN'T YOU PAY YOUR GAS BILL?

Fwoosh!



SOMETHING'S AFFECTING THE SKRULL'S FLAME POWER-- AND IT MAY HAVE AFFECTED ALL HIS POWERS.



SO HIT THE CREEP AND HIT HIM HARD!

I MAY NEVER HAVE THIS GOOD A SHOT AT HIM AGAIN!

ACROSS THE INFINITE, AN ASTEROID-- ABANDONED AND FORGOTTEN BY ITS MAKERS OVER THE YEARS-- ORBITS THE SKRULL THRONE-WORLD.

THE ASTEROID AND ITS MACHINES HAVE BUT ONE PURPOSE: TO PROVIDE THE SUPER SKRULL WITH ALL THE RAW POWER HE NEEDS...

NO DOUBT ABOUT IT-- SKRULLY'S STRENGTH HAS BEEN CUT IN HALF.

HE'S STILL DANGEROUS, BUT I THINK I CAN HANDLE HIM.

THIS MUST BE RICHARDS' DOING!

AS WHEN WE FIRST FOUGHT, HE HAS FOUND A WAY TO BLOCK THE ENERGY BEAM THAT GIVES ME MY POWERS!

#FF#18--ARCHE.



BY THE BLACK NEBULA--!

WIRES--! FALLING ALL AROUND US-- AND THEY'RE WHITE HOT!



...AND MORE!

SPIDEY LOOKS UP, AND, FOR ONCE, HE CAN'T EVEN CRACK A JOKE. ABOVE HIS HEAD, A SQUARE MILE OF POWER GRID GLOWS WITH ELDritch FIRE...

...WHILE ABOVE THE ELECTRIC CABLES, A BEAM TWENTY FEET WIDE AND BRIGHTER THAN THE SUN IS SUDDENLY VISIBLE, SLICING DOWN THROUGH THE ATMOSPHERE...

IS... *THAT* THE BEAM THAT GIVES SKRULLY HIS *FF* POWERS -- ? FROM HIS *THROWN* WORLD ? / ? CRIPES, THE ENERGY NEEDED TO PULL *THAT* OFF...

SOMEHOW... THE OVERHEAD WIRE GRID HAS SET UP AN INTERFERENCE FIELD BETWEEN THE BEAM...

...AND THE SUPER-SKRULL!

SO...IT IS NOT A WEAPON OR AN ATTACK AT ALL, ONLY AN ACCIDENT. BUT EVEN SO, ONE THAT WILL COST ME DEARLY...

...IF I LET IT.

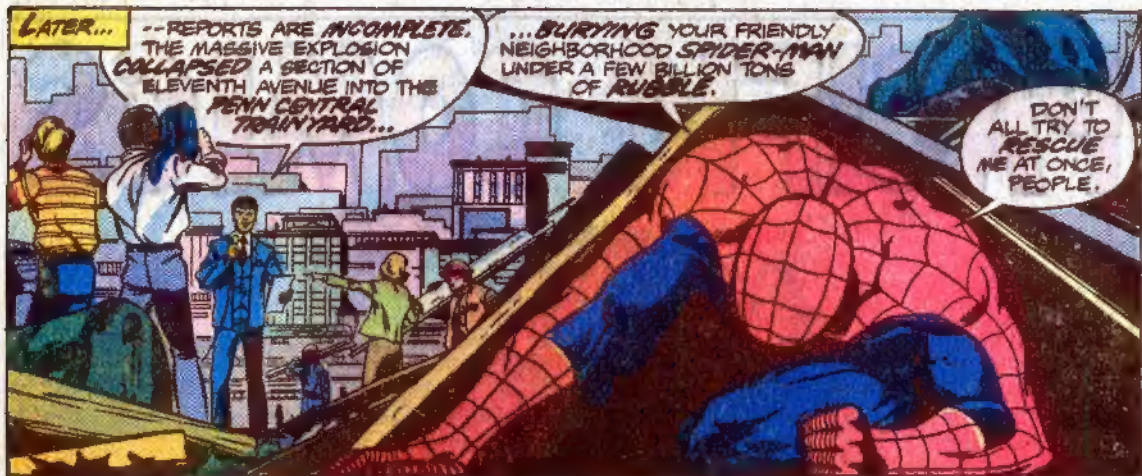
THAT GENERATOR...! THE SKRULL BEAM IS ALREADY PUSHING IT WAY BEYOND ITS SAFETY LIMITS...

ZRAK!

IF SKRULLY BLASTS IT--!

BOOM!

MY... GOD.



LATER...
--REPORTS ARE INCOMPLETE.
THE MASSIVE EXPLOSION
COLLAPSED A SECTION OF
ELEVENTH AVENUE INTO THE
PENN CENTRAL
TRAINYARD...

...BURYING YOUR FRIENDLY
NEIGHBORHOOD SPIDER-MAN
UNDER A FEW BILLION TONS
OF RUBBLE.

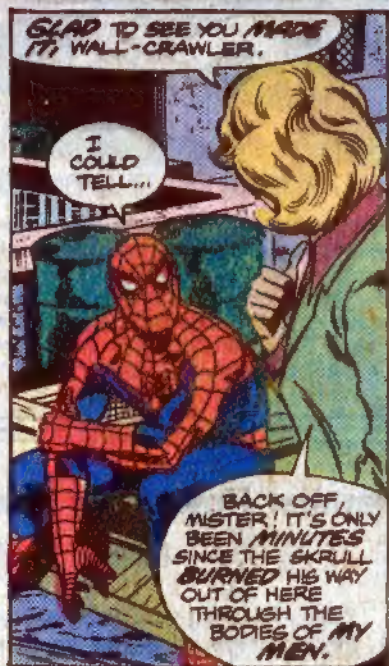
DON'T
ALL TRY TO
RESCUE
ME AT ONCE,
PEOPLE.



I OUGHT TO BE THANKFUL FOR
SMALL FAVORS, THOUGH. SKRULL
MUST'VE FIGURED THE EXPLOSION
DID ME IN. I ALMOST WISH IT HAD.

SPIDER-
MAN?

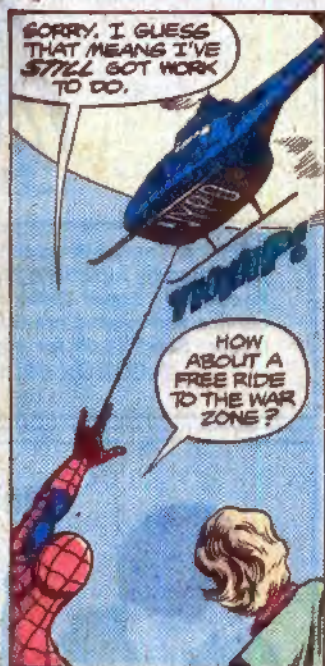
HOW CAN A
BODY HURT SO
MUCH AND STILL
BE ALIVE?



GLAD TO SEE YOU MADE
IT, WALL-CRAWLER.

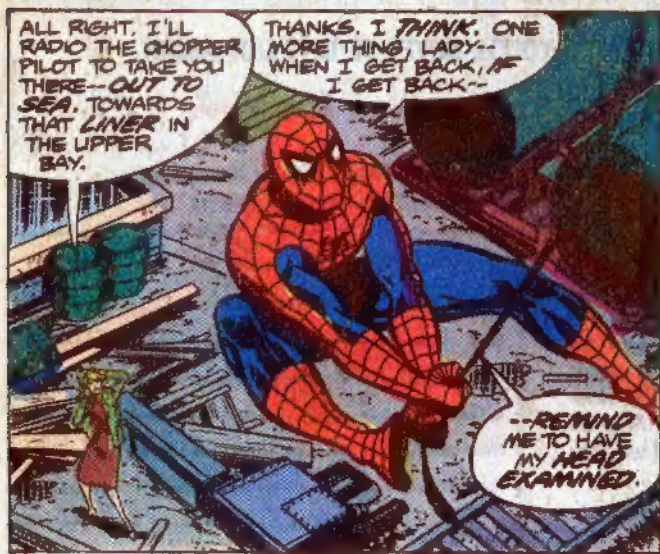
I
COULD
TELL...

BACK OFF
MISTER! IT'S ONLY
BEEN MINUTES
SINCE THE SKRULL
BURNED HIS WAY
OUT OF HERE
THROUGH THE
BODIES OF MY
MEN.



SORRY, I GUESS
THAT MEANS I'VE
STILL GOT WORK
TO DO.

HOW
ABOUT A
FREE RIDE
TO THE WAR
ZONE?



ALL RIGHT, I'LL
RADIO THE CHOPPER
PILOT TO TAKE YOU
THERE--OUT TO
SEA, TOWARDS
THAT LIVER IN
THE UPPER
BAY.

THANKS. I THINK. ONE
MORE THING, LADY--
WHEN I GET BACK, IF
I GET BACK--

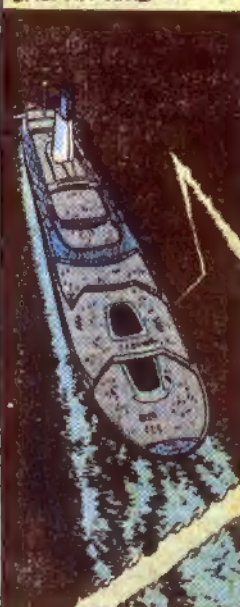
--REMIND
ME TO HAVE
MY HEAD
EXAMINED.



SURE
THING,
FRIEND.

AND SPIDEY-- THIS IS
ONE I OWE YOU.

TRANSITION: ABOUT FIVE MILES DOWN THE HARBOR AND AS MANY MINUTES BACK IN TIME--



... WHERE WE FIND A PROUD SHIP OF BRITISH REGISTRY, LATEST IN A LINE OF NOBLE VESSELS--

-- OFF ON A TEN-DAY CARIBBEAN CRUISE. AND AMONG HER PASSENGERS IS CAROL DANVERS, EDITOR OF "WOMAN" MAGAZINE, GRABBING A BRIEF, WELL-EARNED VACATION.

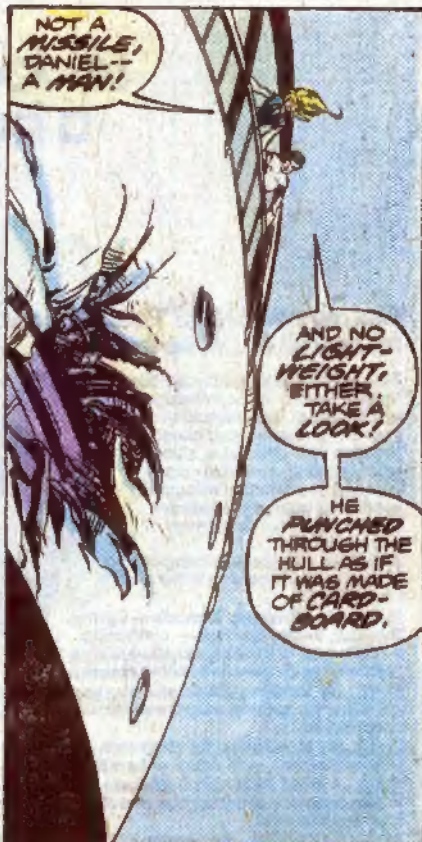
AT LEAST, THAT WAS THE IDEA.

CAROL, THAT FLAME--!



A MISSILE HIT THE SHIP!

NOT A MISSILE, DANIEL-- A MAN!



AND NO LIGHT-WEIGHT, EITHER, TAKE A LOOK!

HE PUNCHED THROUGH THE HULL AS IF IT WAS MADE OF CARD-BOARD.

AND JUST INSIDE THAT HULL, IN A TOURIST CABIN ASSIGNED TO JOSIAH RUBIN--A MADISON AVENUE ANTIQUE DEALER--AND HIS WIFE...



MY ENTRANCE RENDERED THESE HUMANS UNCONSCIOUS.

NO MATTER. MY TRY-SCANNER HAS LED ME TO THE PRIZE I SEEK, WITH THE STRONGEST READINGS I'VE EVER SEEN.



LED ME TO THIS CLAY FIGURINE.

WHAT I SEEK...



... MUST BE HIDDEN INSIDE.



THE CRYSTAL IS MINE! AND WITH IT-- THE STARS!



FOR THIS TINY GEM IS THE BASIC **POWER CATALYST** OF A MATTER/ANTI-MATTER **STAR DRIVE**. NOW THAT I POSSESS IT, I CAN CONSTRUCT A **STARSHIP**.

AND WHEN I LEAVE, I SHALL DESTROY THIS MUD-BALL EARTH AND ALL WHO LIVE UPON IT! ONCE MORE I SHALL RETURN TO THE HOME-WORLD IN TRIUMPH!



MANAGED TO GIVE DANIEL THE SLIP... HALA! THAT'S THE **SUPER SKRULL**!



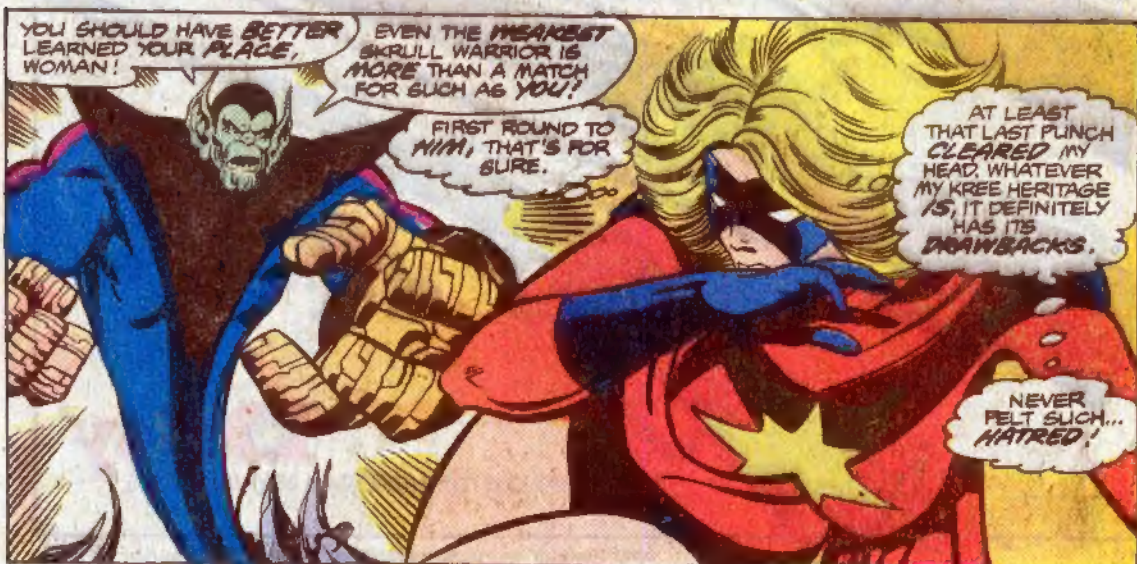
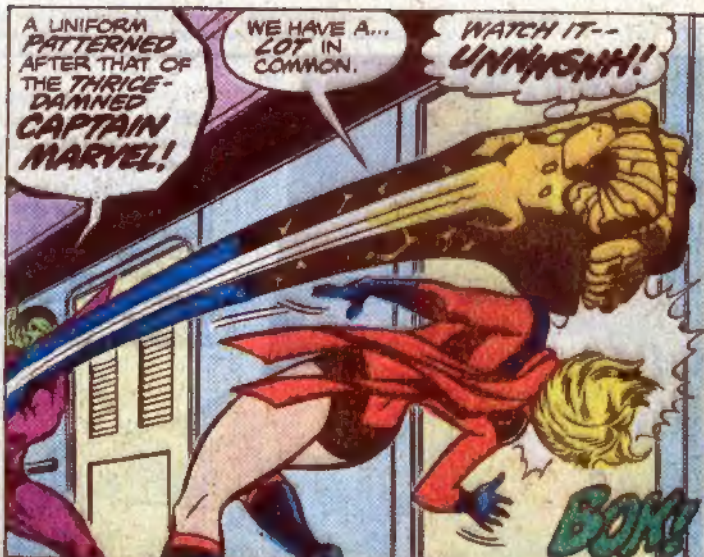
BY THE SEVEN MOONS, THAT **LIGHT**...! DO THE HUMANS STILL WISH TO DO **BATTLE**?!

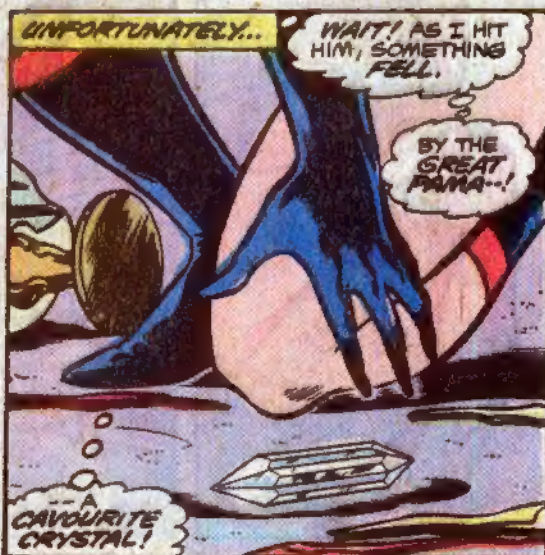
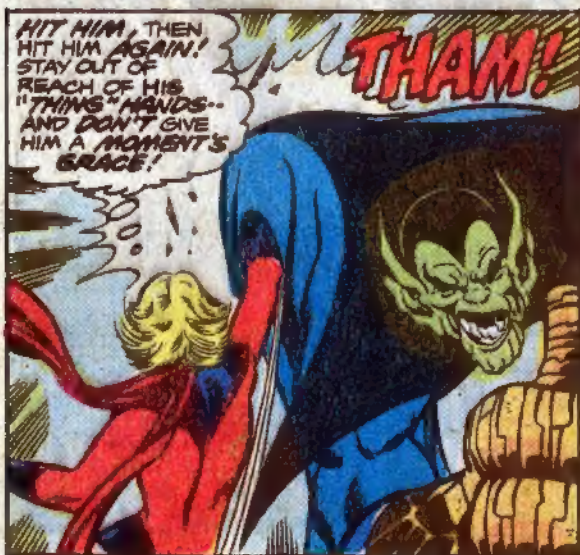


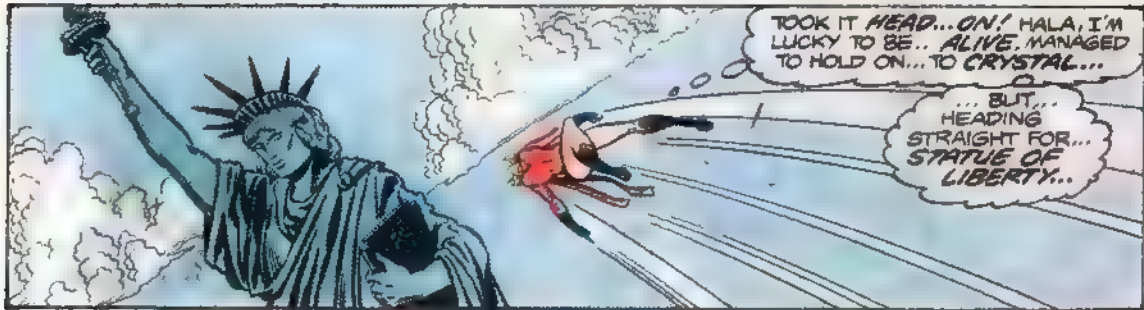
NOT HUMANS, SKRULL-- JUST **ONE HUMAN**!

AND HER NAME IS-- **MS. MARVEL!**

KRAKOW!







TOOK IT HEAD...ON! HALA, I'M LUCKY TO BE... ALIVE. MANAGED TO HOLD ON... TO CRYSTAL...

... BUT...
HEADING
STRAIGHT FOR...
STATUE OF
LIBERTY...



... CAN'T TURN-- CAN'T
EVEN MOVE! DON'T
THINK I CAN SURVIVE...
IMPACT.

??!??

THWIP!

THWIP

SOMETHING...
GRABBED
ME



WHOA--
BOY!!

STRAIN'S
INCREDIBLE--
BUT I CAN'T
LET GO!

'SIDES I
ALWAYS WANTED
TO BE A FOOT
TALLER.

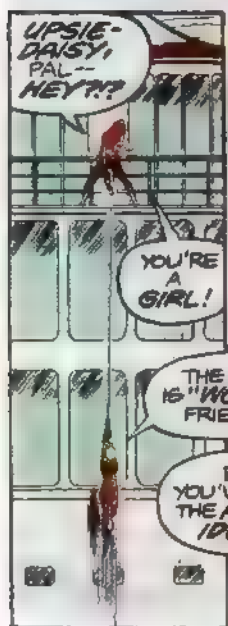
LOOKS LIKE I
GOT HERE IN THE
PROVERBIAL NICK OF
TIME I RECOGNIZE THAT
COSTUME, TOO!



HANG ON,
MAR-VELL! I'LL
GET YOU DOWN
IN ONE PIECE!

PRESTO!

SPLASH!

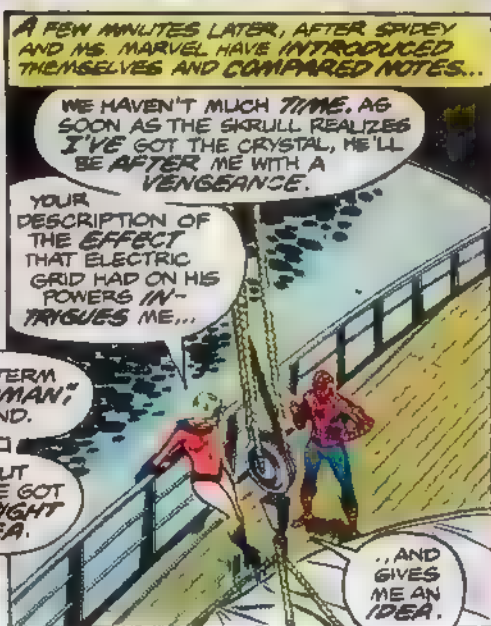


UPSIE-
DAISY,
PAL--
HEY??

YOU'RE
A
GIRL!

THE TERM
IS "WOMAN"
FRIEND.

BUT
YOU'VE GOT
THE RIGHT
IDEA.



A FEW MINUTES LATER, AFTER SPIDEY
AND MS. MARVEL HAVE INTRODUCED
THEMSELVES AND COMPARED NOTES...

WE HAVEN'T MUCH TIME. AS
SOON AS THE SKRULL REALIZES
I'VE GOT THE CRYSTAL, HE'LL
BE AFTER ME WITH A
VENGEANCE.

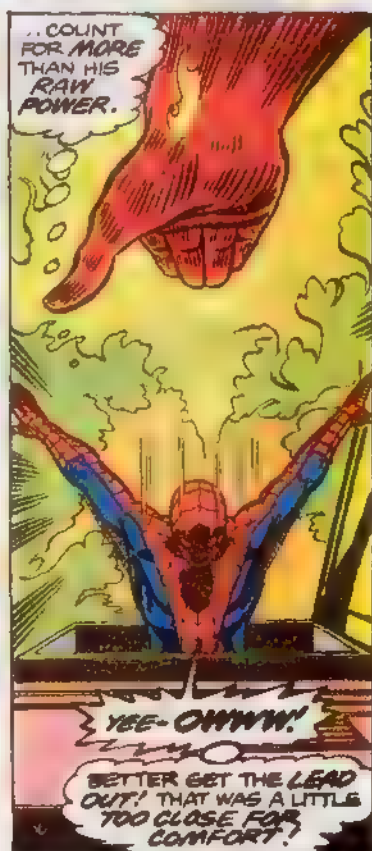
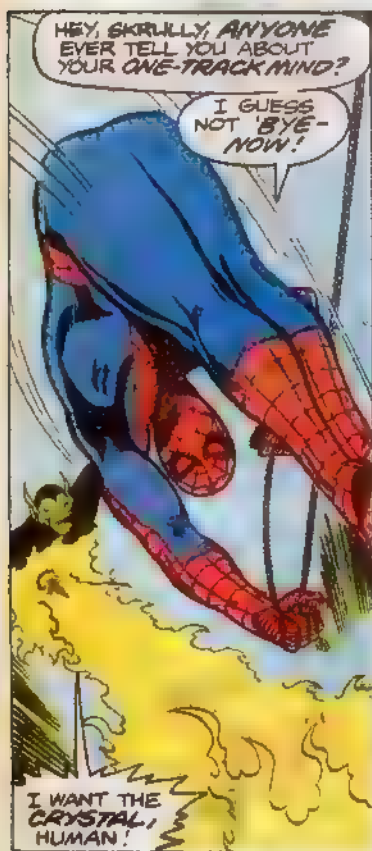
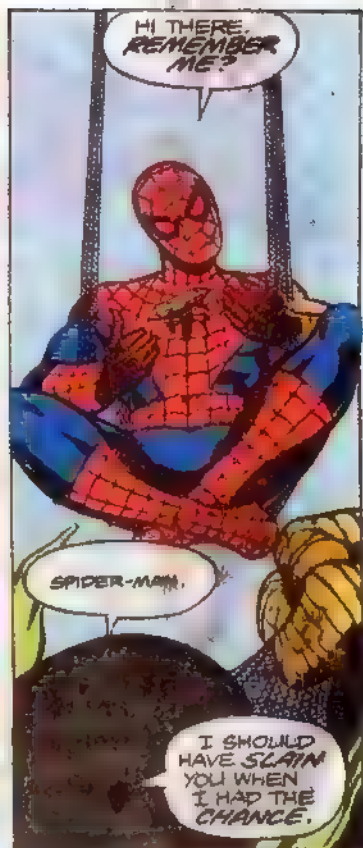
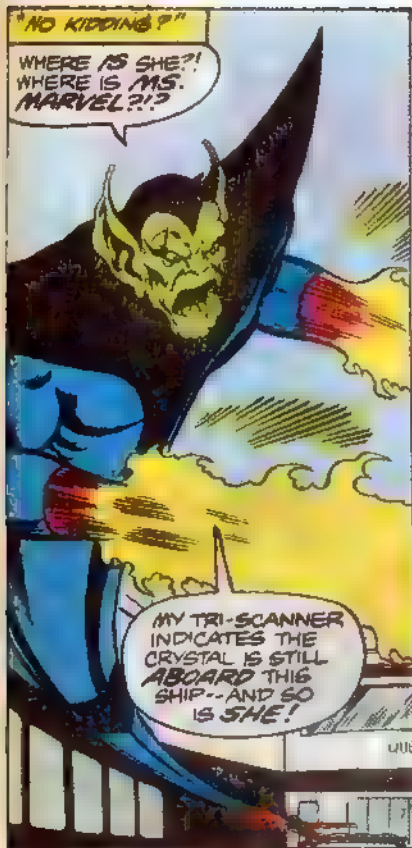
YOUR
DESCRIPTION OF
THE EFFECT
THAT ELECTRIC
GRID HAD ON HIS
POWERS IN-
TRIGUES ME...

...AND
GIVES
ME AN
IDEA.



BUT YOU'LL HAVE TO KEEP
THE SKRULL OCCUPIED UNTIL
I'M READY, SPIDER-MAN!
CAN YOU DO IT?

I'M AFRAID
THERE'S SOME
RISK
INVOLVED.



MEANWHILE, ON THE MAIN DECK...

FROM THE SOUNDS OF THINGS, SPIDEY IS LEADING THE SKRULL A MERRY CHASE.

THE DEEPER INTO THE SHIP THEY GO, THE LESS CHANCE THERE IS OF INNOCENT PASSENGERS BEING HURT.

THEN AGAIN, WE'RE ASSUMING THE SKRULL WON'T RISK LOSING HIS CRYSTAL IN THE ATLANTIC BY SIMPLY BLASTING THE SHIP APART AROUND US.

A CALCULATED RISK, BUT THAT'S WHAT WAR IS ALL ABOUT.

AND MAKE NO MISTAKE-- LIKE IT OR NOT, THIS IS WAR.

HOPEFULLY, THIS GRID I'M WEAVING WILL DUPLICATE WHAT HAPPENED IN THE TRAIN YARDS ON A MUCH LARGER--YET MORE CONCENTRATED--SCALE.

WITH THE SEEMINGLY LIMITLESS POWER OF THAT BROADCAST BEAM BEHIND HIM, THE SKRULL IS MORE THAN A MATCH FOR ANY LOVE SUPER-HERO...

OUR BEST BET IS TO TRY TO JAM THE BEAM, CUTTING THE SKRULL'S POWER BACK TO A LEVEL SPIDEY AND I CAN HANDLE.

IT WON'T BE EASY, EVEN THOUGH I'LL BE RUNNING THE FULL POWER OF THE SHIP'S GENERATORS THROUGH THE GRID, A BEAM CAPABLE OF SPANNING INTER-GALACTIC SPACE WON'T BE HELD BACK FOR LONGS.

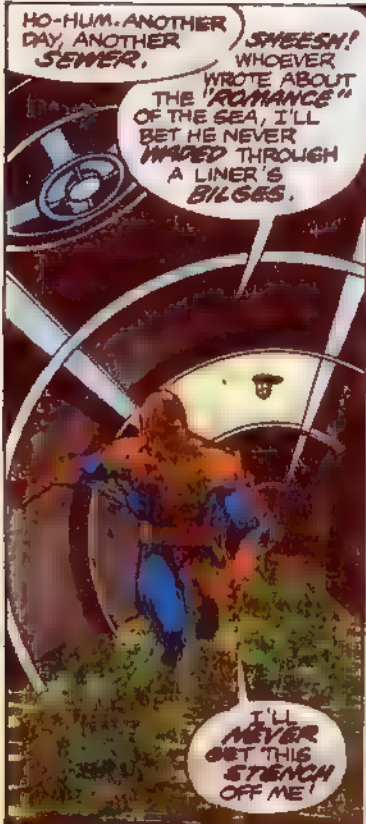
OF COURSE, IF THE AVENGERS WERE TO SHOW UP IN THE NEXT FEW MINUTES, LIFE WOULD BE MARVELOUS.

YOU! YOUNG WOMAN! WHAT ARE YOU DOING TO MY SHIP?!

BRIEFLY, CAPTAIN, SPIDER-MAN AND I ARE TRYING TO STOP ONE OF THE DEADLIEST MENACES OUR WORLD HAS EVER KNOWN.

AND IF I HAVE TO SACRIFICE MY LIFE, SPIDEY'S LIFE, YOUR SHIP AND YOUR PASSENGERS TO STOP THE SKRULL, CAPTAIN--

--I'LL DO IT!



HO-HUM. ANOTHER DAY, ANOTHER SEWER.

SNEESH!
WHOEVER WROTE ABOUT THE 'ROMANCE' OF THE SEA, I'LL BET HE NEVER WAIVED THROUGH A LINER'S BILGES.

I'LL NEVER GET THIS STENCH OFF ME!



AND TO THINK, FOR THIS I'M MISSING MONDAY CHEM-LAB! UN-OH!

I HAVE A FEELING I'M NOT ALONE DOWN HERE.



HANDS--! GROPPING FOR ME! I GUESS SKRULLY DIDN'T WANT TO GET HIS FEET DIRTY.

CAN'T OUTRUN 'EM, BUT SINCE THE SKRULL CAN'T SEE ME, WHY TRY?

I'LL JUST TEAR LOOSE THIS HANDY BEAM!



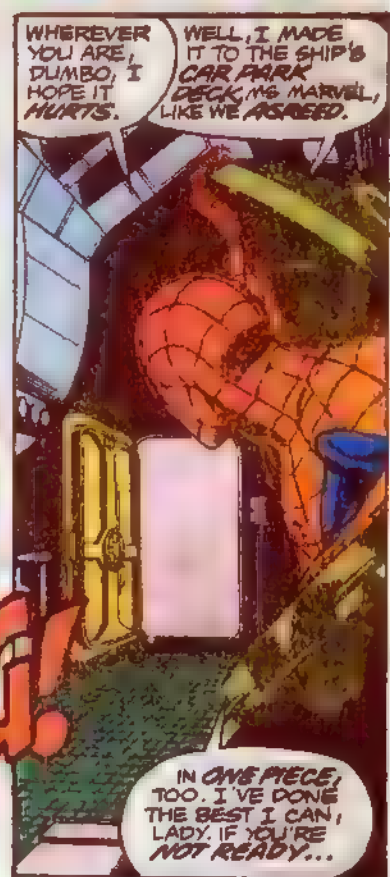
GOT TO WAIT 'TIL THE LAST INSTANT. IF I MISS, AND THOSE HANDS GET AROUND OF ME...

THAT'S THE SPIRIT, BIG EARS. CLOSER... CLOSER... CLOSER!



AARRGH!

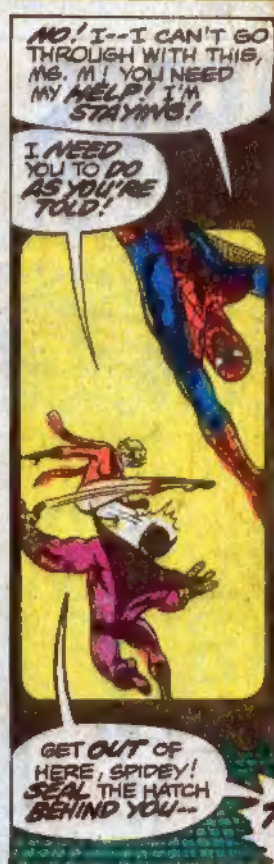
KLANG!



WHEREVER YOU ARE, DUMBO, I HOPE IT HURTS.

WELL, I MADE IT TO THE SHIP'S CAR PARK. DECK ME MARVEL, LIKE WE AGREED.

IN ONE PIECE, TOO. I'VE DONE THE BEST I CAN, LADY. IF YOU'RE NOT READY...



IN THAT INSTANT, ALL THE LINER'S LIGHTS GO OUT, THE GREAT SHIP GOING DEAD IN THE WATER AS ALL THE POWER OF HER ENGINES, HER ELECTRIC GENERATORS--

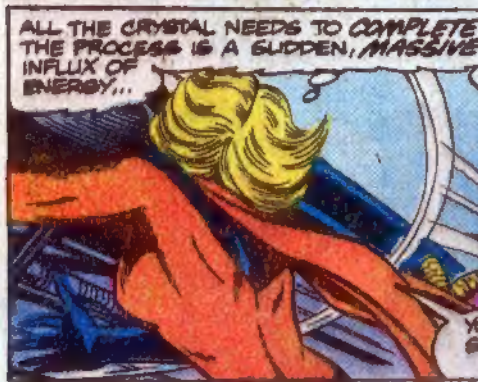
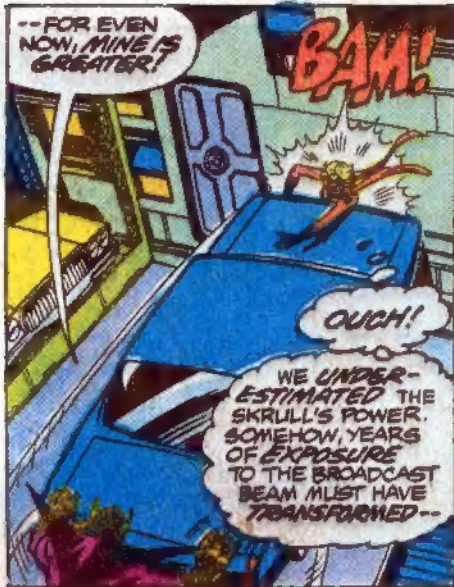
--IS CHANNELLED INTO THE GRID PATTERN LAID OUT ABOVE HER DECK.

A MOMENT LATER, IT'S AS IF THE SUN HAD BEEN REBORN ON EARTH.

I DON'T BELIEVE IT! SOME KIND OF MONSTROUS ENERGY BEAM, APPEARING OVER THE GRID...

...AND STRETCHING OUT INTO SPACE...





THE GEM FLARES STAR-BRIGHT, ENERGY LASHING OUT ACROSS THE FOLD, TWISTING TIME AND SPACE APART AS THE VERY FABRIC OF THE UNIVERSE IS MOMENTARILY RESHAPED.

FOR AN INSTANT, A CELESTIAL GATEWAY OPENS...

...AND THEN, IT CLOSES.



THAT SCREAM! MS. MARVEL, ARE YOU ALL RIGHT?!

NO ANSWER -- AND NOW THE DOOR'S STUCK!

OKAY, SO I WON'T BE SUBTLE, I WANT--



I JUST HOPE I'M NOT...

--IN!!

...TOO LATE.

THE ROOM-- FLOOR, WALLS, CEILING-- ALL POLISHED TO A MIRROR-FINISH.

AND THE SKRULL...?



GOVE SPIDEY.

THE CRYSTAL OPENED A DOORWAY INTO "WARPSPACE" AND THEN PULLED THE SKRULL THROUGH, AS I KNEW IT WOULD. I WENT THROUGH SOMETHING LIKE THIS NOT LONG AGO.

I'M STILL NOT SURE HOW I SURVIVED EITHER TIME. YOU SEE NOW WHY I HAD TO FACE THE SKRULL ALONE WHILE YOU PULLED THE SWITCH.



LOOK AT THIS THING, SPIDEY. SO BEAUTIFUL IT TAKES YOUR BREATH AWAY...

*MS. M.#8.
--A.G.

A MILLION FACETS WITH A MILLION SEPARATE IMAGES OF MS. MARVEL...

SHE SMILES... THEN STIFFENS IN ALARM AS THE IMAGES SEEM TO CHANGE BEFORE HER EYES, ONE AFTER THE OTHER...



...LIKE A ROW OF FALLING DOMINOS, UNTIL EACH HURDLES A DIFFERENT FACET OF HER-- AND CAROL DANVERS-- PERSONALITY.

STRANGEST OF ALL, IN HER HAND, THE CRYSTAL FEELS ALMOST... ALIVE. AND, SUPREMO? HELP HER-- HUNGRY!



NEXT ISSUE

FOR MS. MARVEL, A MYSTERY-- TO BE UNRAVELLED IN HER OWN MAG. FOR SPIDEY, A SECOND MEETING WITH IRON FIST, THE LIVING WEAPON. BE HERE IN 30 FOR DANNY RAND'S BIRTHDAY AND, PERHAPS, THE NIGHT OF IRON FIST'S MURDER.

"NIGHT OF THE DRAGON!"

